

SIDLEY AUSTIN LLP

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-and-

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**Attorneys for Banc of America
Securities LLC, Bear, Stearns &
Co. Inc., Credit Suisse First Boston
Corp., Barclays Capital Inc., Citigroup
Global Markets Inc., Morgan Stanley &
Co. Inc., Merrill Lynch, Pierce, Fenner
& Smith Inc., UBS Securities LLC, and
Wachovia Capital Markets, LLC**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	:	Chapter 11
In re	:	
	:	Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al.,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	

**VERIFIED STATEMENT OF REPRESENTATION OF CERTAIN CREDITORS OF
DEBTORS PURSUANT TO BANKRUPTCY RULE 2019**

Sidley Austin LLP (“Sidley Austin”) respectfully submits this verified statement pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and states as follows:

1. Sidney Austin represents the following creditors and parties in interest in the above-referenced chapter 11 proceeding: Banc of America Securities LLC, Barclays Capital Inc., Bear, Stearns & Co. Incorporated, Citigroup Global Markets, Credit Suisse First Boston Corporation, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co., UBS Securities LLC, and Wachovia Capital Markets, LLC (collectively “the Underwriters”).

2. Sidney Austin was engaged by the Underwriters on or about November 1, 2005 to, among other things, represent them in connection with this bankruptcy proceeding.

3. The amount and extent of the Underwriters’ claims against the Debtors has not yet been determined as such claims are for contribution and indemnification arising out of *In re Delphi Securities Litigation*, filed in the United States District Court for the Eastern District of Michigan, Master File No. 1:05-CV-2637 (GRR) (the “Securities Litigation”).

4. Sidney Austin’s representation of each of the Underwriters is on an individual basis with respect to a matter of common interest.

5. The Underwriters may hold claims against and/or interests in the Debtors’ estates in addition to those disclosed herein that do not fall within the scope of Sidney Austin’s representation.

6. Sidney Austin does not hold a claim against or interest in the Debtors.

8. The address of each of the Underwriters is set forth below:

Name/Address of Underwriter
Bank of America Securities LLC 9 W. 57 th Street New York, NY 10019
Barclays Capital Inc. 5 The North Colonnade Canary Wharf

London E14 4BB United Kingdom
Bear, Stearns & Co. Inc. 383 Madison Avenue New York, NY 10179
Citigroup Global Markets Inc. 388 Greenwich Street New York, NY 10013
Credit Suisse First Boston Corp. 11 Madison Avenue New York, NY 10010
Merrill Lynch, Pierce, Fenner & Smith Inc. 4 World Financial Center New York, NY 10281
UBS Securities LLC 1285 Avenue of the Americas New York, NY 10019
Wachovia Capital Markets, LLC Riverfront Plaza 901 East Byrd Street Richmond, VA 23219

9. Counsel expressly reserves the right to supplement and/or amend this Statement in any respect.

VERIFICATION

10. I, David R. Kuney, a partner of Sidley Austin LLP and one of the attorneys of record herein for the Underwriters hereby verify and declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: Washington, DC
February 17, 2006

Respectfully submitted,

By: /s/ David R. Kuney

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